

K17171

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY

April 30, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 17 PM 2:48
TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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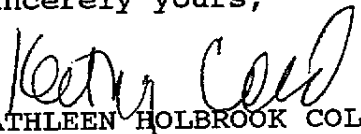
Re: Amendment to Articles of Incorporation
of Ellis & Associates, Inc.

Dear Sirs:

Enclosed are original and one copy of Amendment to Articles of Incorporation of Ellis & Associates, Inc. Please file the original and return a stamped copy to me. Our check for \$35.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,


KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures

Amend

V. SHEPARD MAY 21 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 11, 2001

KATHLEEN HOLBROOK COLD
ONE INDEPENDENT DR., STE. 2301
JACKSONVILLE, FL 32202-5059

SUBJECT: ELLIS & ASSOCIATES, INC.
Ref. Number: K17171

We have received your document for ELLIS & ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 301A00028531

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May 15, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ellis & Associates, Inc.

Dear Sir:

We are returning to you the original and one copy of the Articles of Amendment to Articles of Incorporation for the referenced corporation, together with your letter dated May 11, 2001, for filing.

If you have any questions concerning the enclosed, please call me.

Sincerely yours,


KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures

RECEIVED
01 MAY 17 AM 9:38
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 MAY 17 PM 2:18

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ELLIS & ASSOCIATES, INC.

Pursuant to Section 607.1006, Florida Statutes, ELLIS & ASSOCIATES, INC., a Florida corporation, hereinafter called the "Corporation" hereby amends its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting Article IV, subparagraph 4.1 in its entirety and inserting the following Article IV, subparagraph 4.1 therefor:

"4.1 The number of shares of common stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of \$.01 par value common stock. Common shares shall be issued pursuant to the direction of the Board of Directors, who shall designate said shares as 'voting' (in which case, such shares shall have the full range of voting rights under applicable law), or as 'non-voting' (in which case, such shares shall have no voting rights for any purpose) at the time of issuance. 'Voting' and 'non-voting' common shares shall be identical in all respects except for the foregoing difference in voting rights. The legend 'voting' or 'non-voting' as applicable, shall be prominently affixed to the face of all stock certificates issued to holders of common shares. All common shares issued prior to December 31, 2000 shall be, and hereby are, deemed to be 'voting' shares."

2. The Shareholders and Directors of the Corporation, acting pursuant to Sections 607.0704, 607.0821 and 607.1003, Florida Statutes, have executed a written consent adopting the foregoing amendment.

3. The voting group entitled to vote on the foregoing amendment is the holder of common shares of the corporation. The number of votes cast in favor of the amendment were 1,500 of the

1,500 common shares eligible to vote. The number of votes cast for such amendment by such voting group was unanimous, and thus sufficient for approval by such voting group.

4. The foregoing amendment shall become effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Amendment have been adopted/executed on behalf of the corporation this 24TH day of April, 2001.



GREG A. EDMONDS, President



MICHAEL L. LITHMAN, Vice President